

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

BALLY TOTAL FITNESS HOLDING  
CORPORATION,

No.

Plaintiff,

v.

LIBERATION INVESTMENTS, L.P.,  
LIBERATION INVESTMENTS, LTD.,  
LIBERATION INVESTMENT GROUP  
LLC and EMANUEL R. PEARLMAN,

Defendants.

DECLARATION OF PAUL A. TOBACK

I, Paul A. Toback, being duly sworn, hereby depose and state as follows:

1. I was elected Chairman of the Board of Bally Total Fitness Holding Corporation ("Bally") in May 2003. I have served as a Director since March 2003 and President and Chief Executive Officer since December 2002. I was Executive Vice President from February 2002 to December 2002, Chief Operating Officer from June 2001 to December 2002 and Senior Vice President, Corporate Development from March 1998 to June 2001. I started with the Company in September 1997.

2. I have first hand knowledge of the matters set forth herein and could and would testify thereto if called to do so.

3. Bally is a Chicago-based, Delaware corporation that owns and operates fitness centers nationwide.

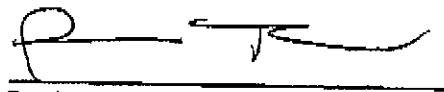
4. From October 1996 to December 2002, Lee Hillman served as Bally's President and CEO. During that time, Hillman retained Emanuel Pearlman as a highly

compensated financial and business employee consultant to the Company. Pearlman received millions of dollars in employee consultant and deal fees as well as valuable restricted stock.

5. Pearlman's employee consultant relationship with Bally ended shortly after I became President and CEO.

6. Liberation Investment Group LLC, Liberation Investments, L.P., Liberation Investments, Ltd. and Pearlman are owners of record of approximately 200 shares of Bally stock and beneficial owners of approximately 4.1 million shares.

I certify that the foregoing is true and correct. Signed under penalty of perjury this 5th day of December 2005, in Chicago, Illinois.

  
\_\_\_\_\_  
Paul A. Toback

**CERTIFICATE OF SERVICE**

I hereby certify that on this 5th day of December 2005, a true and correct copy of the attached document was caused to be served on the following parties in the manner indicated:

**VIA HAND DELIVERY**

LIBERATION INVESTMENTS GROUP LLC  
c/o The Corporation Trust Company (its registered agent)  
Corporate Trust Center  
1209 Orange Street  
Wilmington, DE 19801

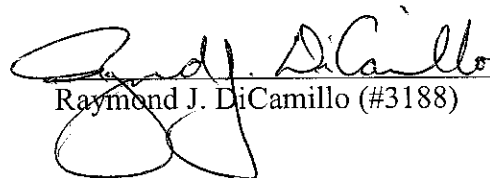
LIBERATION INVESTMENTS, L.P.  
c/o The Corporation Trust Company (its registered agent)  
Corporate Trust Center  
1209 Orange Street  
Wilmington, DE 19801

STEPHEN E. JENKINS, ESQ.  
Ashby & Geddes  
222 Delaware Avenue  
Wilmington, DE 19899

**VIA FEDERAL EXPRESS**

LIBERATION INVESTMENTS, LTD.  
11766 Wilshire Blvd., Suite 870  
Los Angeles, CA 90025

EMANUEL R. PEARLMAN  
677 Alma Real Drive  
Pacific Palisades, CA 90272

  
Raymond J. DiCamillo (#3188)